

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: TSI HOLDINGS II, LLC, Debtor. Tax I.D. No. 61-1723368	Chapter 11 Case No. 20-12167 (CSS)
In re: TOWN SPORTS INTERNATIONAL, LLC, Debtor. Tax I.D. No. 20-5047365	Chapter 11 Case No. 20-12168 (CSS)
In re: TSI - ALAMEDA, LLC, Debtor. Tax I.D. No. 35-2617476	Chapter 11 Case No. 20-_____ (____)
In re: TSI - CAL.GLENDALE, LLC, Debtor. Tax I.D. No. 36-4893001	Chapter 11 Case No. 20-_____ (____)
In re: TSI - IRVINE, LLC, Debtor. Tax I.D. No. 38-4062283	Chapter 11 Case No. 20-_____ (____)

In re: TSI - LUCILLE 38TH AVENUE, LLC, Debtor. Tax I.D. No. 32-0534621	Chapter 11 Case No. 20-____ (____)
In re: TSI - LUCILLE AUSTIN STREET, LLC, Debtor. Tax I.D. No. 61-1847853	Chapter 11 Case No. 20-____ (____)
In re: TSI - LUCILLE CLIFTON, LLC, Debtor. Tax I.D. No. 32-0534724	Chapter 11 Case No. 20-____ (____)
In re: TSI - LUCILLE KINGS HIGHWAY, LLC, Debtor. Tax I.D. No. 38-4040881	Chapter 11 Case No. 20-____ (____)
In re: TSI - LUCILLE VALLEY STREAM, LLC, Debtor. Tax I.D. No. 32-0536228	Chapter 11 Case No. 20-____ (____)

In re: TSI - NORTHRIDGE, LLC, Debtor. Tax I.D. No. 36-4891666	Chapter 11 Case No. 20-____ (____)
In re: TSI - SAN JOSE, LLC, Debtor. Tax I.D. No. 61-1870502	Chapter 11 Case No. 20-____ (____)
In re: TSI - STUDIO CITY, LLC, Debtor. Tax I.D. No. 32-0556425	Chapter 11 Case No. 20-____ (____)
In re: TSI - TOPANGA, LLC, Debtor. Tax I.D. No. 30-1042632	Chapter 11 Case No. 20-____ (____)
In re: TSI - TORRANCE, LLC, Debtor. Tax I.D. No. 30-1040164	Chapter 11 Case No. 20-____ (____)

In re: TSI - VALENCIA, LLC, Debtor. Tax I.D. No. 35-2619990	Chapter 11 Case No. 20-____ (____)
In re: TSI - WESTLAKE, LLC, Debtor. Tax I.D. No. 38-4065018	Chapter 11 Case No. 20-____ (____)
In re: TSI 1231 3RD AVENUE, LLC, Debtor. Tax I.D. No. 36-4788966	Chapter 11 Case No. 20-____ (____)
In re: TSI 30 BROAD STREET, LLC, Debtor. Tax I.D. No. 46-5686787	Chapter 11 Case No. 20-____ (____)
In re: TSI 555 6TH AVENUE, LLC, Debtor. Tax I.D. No. 46-4238513	Chapter 11 Case No. 20-____ (____)

In re: TSI ALLSTON, LLC, Debtor. Tax I.D. No. 20-2106668	Chapter 11 Case No. 20-____ (____)
In re: TSI ASTOR PLACE, LLC, Debtor. Tax I.D. No. 61-1843400	Chapter 11 Case No. 20-____ (____)
In re: TSI ASTORIA, LLC, Debtor. Tax I.D. No. 81-0611120	Chapter 11 Case No. 20-____ (____)
In re: TSI AVENUE A, LLC, Debtor. Tax I.D. No. 32-0422162	Chapter 11 Case No. 20-____ (____)
In re: TSI BACK BAY, LLC, Debtor. Tax I.D. No. 38-3906383	Chapter 11 Case No. 20-____ (____)

In re: TSI BAY RIDGE, LLC, Debtor. Tax I.D. No. 56-2457922	Chapter 11 Case No. 20-____ (____)
In re: TSI BAYONNE, LLC, Debtor. Tax I.D. No. 61-1652557	Chapter 11 Case No. 20-____ (____)
In re: TSI BAYRIDGE 86TH STREET LLC, Debtor. Tax I.D. No. 20-5330923	Chapter 11 Case No. 20-____ (____)
In re: TSI BEACON STREET LLC, Debtor. Tax I.D. No. 61-1712404	Chapter 11 Case No. 20-____ (____)
In re: TSI BOYLSTON, LLC, Debtor. Tax I.D. No. 20-3391971	Chapter 11 Case No. 20-____ (____)

In re: TSI BROADWAY, LLC, Debtor. Tax I.D. No. 11-3000086	Chapter 11 Case No. 20-____ (____)
In re: TSI BROOKLYN BELT, LLC, Debtor. Tax I.D. No. 11-3436781	Chapter 11 Case No. 20-____ (____)
In re: TSI BULFINCH, LLC, Debtor. Tax I.D. No. 20-2107143	Chapter 11 Case No. 20-____ (____)
In re: TSI BUTLER, LLC, Debtor. Tax I.D. No. 26-3338194	Chapter 11 Case No. 20-____ (____)
In re: TSI CARMEL, LLC, Debtor. Tax I.D. No. 26-2300417	Chapter 11 Case No. 20-____ (____)

In re: TSI CASH MANAGEMENT, LLC, Debtor. Tax I.D. No. 13-3607389	Chapter 11 Case No. 20-____ (____)
In re: TSI CENTRAL SQUARE, LLC, Debtor. Tax I.D. No. 20-2106837	Chapter 11 Case No. 20-____ (____)
In re: TSI CLARENDON, LLC, Debtor. Tax I.D. No. 22-3768520	Chapter 11 Case No. 20-____ (____)
In re: TSI CLIFTON LLC, Debtor. Tax I.D. No. 20-5306663	Chapter 11 Case No. 20-____ (____)
In re: TSI COBBLE HILL, LLC, Debtor. Tax I.D. No. 13-3285675	Chapter 11 Case No. 20-____ (____)

In re: TSI COLONIA, LLC, Debtor. Tax I.D. No. 22-3598664	Chapter 11 Case No. 20-____ (____)
In re: TSI COLUMBIA HEIGHTS, LLC, Debtor. Tax I.D. No. 20-2602018	Chapter 11 Case No. 20-____ (____)
In re: TSI COMMACK, LLC, Debtor. Tax I.D. No. 11-3466826	Chapter 11 Case No. 20-____ (____)
In re: TSI CONNECTICUT AVENUE, LLC, Debtor. Tax I.D. No. 52-2185711	Chapter 11 Case No. 20-____ (____)
In re: TSI COURT STREET, LLC, Debtor. Tax I.D. No. 11-3549905	Chapter 11 Case No. 20-____ (____)

In re: TSI CROTON, LLC, Debtor. Tax I.D. No. 13-3982171	Chapter 11 Case No. 20-____ (____)
In re: TSI DAVIS SQUARE, LLC, Debtor. Tax I.D. No. 20-5330714	Chapter 11 Case No. 20-____ (____)
In re: TSI DEER PARK, LLC, Debtor. Tax I.D. No. 26-3299026	Chapter 11 Case No. 20-____ (____)
In re: TSI DOBBS FERRY, LLC, Debtor. Tax I.D. No. 20-4742691	Chapter 11 Case No. 20-____ (____)
In re: TSI DORCHESTER, LLC, Debtor. Tax I.D. No. 35-2506644	Chapter 11 Case No. 20-____ (____)

In re: TSI DOWNTOWN CROSSING, LLC, Debtor. Tax I.D. No. 22-3821061	Chapter 11 Case No. 20-____ (____)
In re: TSI DUPONT II, INC., Debtor. Tax I.D. No. 52-1887282	Chapter 11 Case No. 20-____ (____)
In re: TSI EAST 23, LLC, Debtor. Tax I.D. No. 13-3834638	Chapter 11 Case No. 20-____ (____)
In re: TSI EAST 36, LLC, Debtor. Tax I.D. No. 13-3486149	Chapter 11 Case No. 20-____ (____)
In re: TSI EAST 51, LLC, Debtor. Tax I.D. No. 13-3866959	Chapter 11 Case No. 20-____ (____)

In re: TSI EAST 76, LLC, Debtor. Tax I.D. No. 13-3680542	Chapter 11 Case No. 20-____ (____)
In re: TSI East 86, LLC, Debtor. Tax I.D. No. 13-4036613	Chapter 11 Case No. 20-____ (____)
In re: TSI East 91, LLC, Debtor. Tax I.D. No. 13-3910665	Chapter 11 Case No. 20-____ (____)
In re: TSI ELITE BACK BAY, LLC, Debtor. Tax I.D. No. 37-1767808	Chapter 11 Case No. 20-____ (____)
In re: TSI FENWAY, LLC, Debtor. Tax I.D. No. 20-2106936	Chapter 11 Case No. 20-____ (____)

In re: TSI FIRST AVENUE, LLC, Debtor. Tax I.D. No. 13-3736708	Chapter 11 Case No. 20-____ (____)
In re: TSI FOREST HILLS, LLC, Debtor. Tax I.D. No. 11-3327332	Chapter 11 Case No. 20-____ (____)
In re: TSI GALLERY PLACE, LLC, Debtor. Tax I.D. No. 90-0016157	Chapter 11 Case No. 20-____ (____)
In re: TSI GARDEN CITY, LLC, Debtor. Tax I.D. No. 11-3496320	Chapter 11 Case No. 20-____ (____)
In re: TSI GARNERVILLE, LLC, Debtor. Tax I.D. No. 26-1761910	Chapter 11 Case No. 20-____ (____)

In re: TSI GEORGETOWN, LLC, Debtor. Tax I.D. No. 13-4278506	Chapter 11 Case No. 20-____ (____)
In re: TSI GIFTCO, LLC, Debtor. Tax I.D. No. 36-4785941	Chapter 11 Case No. 20-____ (____)
In re: TSI GLENDALE, LLC, Debtor. Tax I.D. No. 20-4310458	Chapter 11 Case No. 20-____ (____)
In re: TSI GLOVER, LLC, Debtor. Tax I.D. No. 52-1842000	Chapter 11 Case No. 20-____ (____)
In re: TSI GRAND CENTRAL, LLC, Debtor. Tax I.D. No. 35-2187324	Chapter 11 Case No. 20-____ (____)

In re: TSI GREENPOINT, LLC, Debtor. Tax I.D. No. 35-2469962	Chapter 11 Case No. 20-____ (____)
In re: TSI HARTSDALE, LLC, Debtor. Tax I.D. No. 34-2011353	Chapter 11 Case No. 20-____ (____)
In re: TSI HAWTHORNE, LLC, Debtor. Tax I.D. No. 20-3392045	Chapter 11 Case No. 20-____ (____)
In re: TSI HICKSVILLE, LLC, Debtor. Tax I.D. No. 26-2720808	Chapter 11 Case No. 20-____ (____)
In re: TSI HIGHPOINT, LLC, Debtor. Tax I.D. No. 54-1880836	Chapter 11 Case No. 20-____ (____)

In re: TSI HOBOKEN NORTH, LLC, Debtor. Tax I.D. No. 13-4278513	Chapter 11 Case No. 20-____ (____)
In re: TSI HOBOKEN, LLC, Debtor. Tax I.D. No. 22-3539811	Chapter 11 Case No. 20-____ (____)
In re: TSI HOLDINGS (CIP), LLC, Debtor. Tax I.D. No. 11-3465800	Chapter 11 Case No. 20-____ (____)
In re: TSI HOLDINGS (DC), LLC, Debtor. Tax I.D. No. 52-1786716	Chapter 11 Case No. 20-____ (____)
In re: TSI HOLDINGS (IP), LLC, Debtor. Tax I.D. No. 52-1868513	Chapter 11 Case No. 20-____ (____)

In re: TSI HOLDINGS (MA), LLC, Debtor. Tax I.D. No. 80-0920973	Chapter 11 Case No. 20-____ (____)
In re: TSI HOLDINGS (MD), LLC, Debtor. Tax I.D. No. 52-1483416	Chapter 11 Case No. 20-____ (____)
In re: TSI HOLDINGS (NJ), LLC, Debtor. Tax I.D. No. 20-2118374	Chapter 11 Case No. 20-____ (____)
In re: TSI HOLDINGS (PA), LLC, Debtor. Tax I.D. No. 23-2995708	Chapter 11 Case No. 20-____ (____)
In re: TSI HOLDINGS (VA), LLC, Debtor. Tax I.D. No. 52-2103430	Chapter 11 Case No. 20-____ (____)

In re: TSI INTERNATIONAL, INC., Debtor. Tax I.D. No. 13-3433612	Chapter 11 Case No. 20-____ (____)
In re: TSI JERSEY CITY, LLC, Debtor. Tax I.D. No. 01-0715570	Chapter 11 Case No. 20-____ (____)
In re: TSI LARCHMONT, LLC, Debtor. Tax I.D. No. 13-4032565	Chapter 11 Case No. 20-____ (____)
In re: TSI LEXINGTON (MA), LLC, Debtor. Tax I.D. No. 04-2931936	Chapter 11 Case No. 20-____ (____)
In re: TSI LINCOLN, LLC, Debtor. Tax I.D. No. 13-3217462	Chapter 11 Case No. 20-____ (____)

In re: TSI LIVINGSTON, LLC, Debtor. Tax I.D. No. 22-3768516	Chapter 11 Case No. 20-____ (____)
In re: TSI LONG BEACH, LLC, Debtor. Tax I.D. No. 11-2787121	Chapter 11 Case No. 20-____ (____)
In re: TSI LYNNFIELD, LLC, Debtor. Tax I.D. No. 04-3100325	Chapter 11 Case No. 20-____ (____)
In re: TSI MARLBORO, LLC, Debtor. Tax I.D. No. 22-3567661	Chapter 11 Case No. 20-____ (____)
In re: TSI MASSAPEQUA, LLC, Debtor. Tax I.D. No. 36-4876291	Chapter 11 Case No. 20-____ (____)

In re: TSI MATAWAN, LLC, Debtor. Tax I.D. No. 22-3567666	Chapter 11 Case No. 20-____ (____)
In re: TSI METHUEN, LLC, Debtor. Tax I.D. No. 36-4914128	Chapter 11 Case No. 20-____ (____)
In re: TSI MORRIS PARK, LLC, Debtor. Tax I.D. No. 20-5331095	Chapter 11 Case No. 20-____ (____)
In re: TSI MURRAY HILL, LLC, Debtor. Tax I.D. No. 13-4185032	Chapter 11 Case No. 20-____ (____)
In re: TSI NEWARK, LLC, Debtor. Tax I.D. No. 22-3860893	Chapter 11 Case No. 20-____ (____)

In re: TSI NEWTON, LLC, Debtor. Tax I.D. No. 20-5288787	Chapter 11 Case No. 20-____ (____)
In re: TSI NORTH BETHESDA, LLC, Debtor. Tax I.D. No. 52-2033988	Chapter 11 Case No. 20-____ (____)
In re: TSI OCEANSIDE, LLC, Debtor. Tax I.D. No. 11-3432030	Chapter 11 Case No. 20-____ (____)
In re: TSI PEABODY, LLC, Debtor. Tax I.D. No. 37-1913596	Chapter 11 Case No. 20-____ (____)
In re: TSI PINE STREET, LLC, Debtor. Tax I.D. No. 37-1916577	Chapter 11 Case No. 20-____ (____)

In re: TSI PLACENTIA, LLC, Debtor. Tax I.D. No. 36-4892098	Chapter 11 Case No. 20-____ (____)
In re: TSI PRINCETON, LLC, Debtor. Tax I.D. No. 22-3511330	Chapter 11 Case No. 20-____ (____)
In re: TSI PROVIDENCE EASTSIDE, LLC, Debtor. Tax I.D. No. 26-2955808	Chapter 11 Case No. 20-____ (____)
In re: TSI RADNOR, LLC, Debtor. Tax I.D. No. 20-3601836	Chapter 11 Case No. 20-____ (____)
In re: TSI RAMSEY, LLC, Debtor. Tax I.D. No. 22-2396438	Chapter 11 Case No. 20-____ (____)

In re: TSI REGO PARK, LLC, Debtor. Tax I.D. No. 20-4249854	Chapter 11 Case No. 20-____ (____)
In re: TSI RIDGEWOOD, LLC, Debtor. Tax I.D. No. 13-4178569	Chapter 11 Case No. 20-____ (____)
In re: TSI SALISBURY, LLC, Debtor. Tax I.D. No. 30-1141332	Chapter 11 Case No. 20-____ (____)
In re: TSI SCARSDALE, LLC, Debtor. Tax I.D. No. 13-3593359	Chapter 11 Case No. 20-____ (____)
In re: TSI SHERIDAN, LLC, Debtor. Tax I.D. No. 13-3754408	Chapter 11 Case No. 20-____ (____)

In re: TSI SMITHTOWN, LLC, Debtor. Tax I.D. No. 20-4073505	Chapter 11 Case No. 20-____ (____)
In re: TSI SOCIETY HILL, LLC, Debtor. Tax I.D. No. 23-2931237	Chapter 11 Case No. 20-____ (____)
In re: TSI SOUTH BETHESDA, LLC, Debtor. Tax I.D. No. 20-3392176	Chapter 11 Case No. 20-____ (____)
In re: TSI SOUTH END, LLC, Debtor. Tax I.D. No. 34-2011367	Chapter 11 Case No. 20-____ (____)
In re: TSI SOUTH PARK SLOPE, LLC, Debtor. Tax I.D. No. 11-3576282	Chapter 11 Case No. 20-____ (____)

In re: TSI SOUTH STATION, LLC, Debtor. Tax I.D. No. 20-2106457	Chapter 11 Case No. 20-____ (____)
In re: TSI SPRINGFIELD, LLC, Debtor. Tax I.D. No. 22-3598663	Chapter 11 Case No. 20-____ (____)
In re: TSI STATEN ISLAND, LLC, Debtor. Tax I.D. No. 13-4007763	Chapter 11 Case No. 20-____ (____)
In re: TSI STOKED, LLC, Debtor. Tax I.D. No. N/A	Chapter 11 Case No. 20-____ (____)
In re: TSI SUNNYSIDE, LLC, Debtor. Tax I.D. No. 26-1150637	Chapter 11 Case No. 20-____ (____)

In re: TSI TOTAL WOMAN HOLDCO, LLC, Debtor. Tax I.D. No. 36-4889261	Chapter 11 Case No. 20-____ (____)
In re: TSI UNIVERSITY MANAGEMENT, LLC, Debtor. Tax I.D. No. 90-0238870	Chapter 11 Case No. 20-____ (____)
In re: TSI VARICK STREET, LLC, Debtor. Tax I.D. No. 20-3442477	Chapter 11 Case No. 20-____ (____)
In re: TSI WALTHAM, LLC, Debtor. Tax I.D. No. 45-0489363	Chapter 11 Case No. 20-____ (____)
In re: TSI WATERTOWN, LLC, Debtor. Tax I.D. No. 34-2011362	Chapter 11 Case No. 20-____ (____)

In re: TSI WAYLAND, LLC, Debtor. Tax I.D. No. 30-0819132	Chapter 11 Case No. 20-____ (____)
In re: TSI WELLESLEY, LLC, Debtor. Tax I.D. No. 04-3259257	Chapter 11 Case No. 20-____ (____)
In re: TSI WELLINGTON CIRCLE, LLC, Debtor. Tax I.D. No. 20-5331149	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 115 TH STREET, LLC, Debtor. Tax I.D. No. 20-5683543	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 125, LLC, Debtor. Tax I.D. No. 13-3978641	Chapter 11 Case No. 20-____ (____)

In re: TSI WEST 145 TH STREET, LLC, Debtor. Tax I.D. No. 20-8987153	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 16, LLC, Debtor. Tax I.D. No. 13-4145988	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 23, LLC, Debtor. Tax I.D. No. 13-3896459	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 38, LLC, Debtor. Tax I.D. No. 13-4046618	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 41, LLC, Debtor. Tax I.D. No. 13-4162540	Chapter 11 Case No. 20-____ (____)

In re: TSI WEST 48, LLC, Debtor. Tax I.D. No. 30-0033088	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 73, LLC, Debtor. Tax I.D. No. 13-4020357	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 80, LLC, Debtor. Tax I.D. No. 13-3694556	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 94, LLC, Debtor. Tax I.D. No. 13-4159717	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST HARTFORD, LLC, Debtor. Tax I.D. No. 26-0850565	Chapter 11 Case No. 20-____ (____)

In re: TSI WESTBORO TENNIS, LLC, Debtor. Tax I.D. No. 32-0548423	Chapter 11 Case No. 20-____ (____)
In re: TSI WESTBOROUGH, LLC, Debtor. Tax I.D. No. 26-2047867	Chapter 11 Case No. 20-____ (____)
In re: TSI WESTWOOD, LLC, Debtor. Tax I.D. No. 01-0715576	Chapter 11 Case No. 20-____ (____)
In re: TSI WHITE PLAINS CITY CENTER, LLC, Debtor. Tax I.D. No. 13-4278511	Chapter 11 Case No. 20-____ (____)
In re: TSI WHITE PLAINS, LLC, Debtor. Tax I.D. No. 13-3965540	Chapter 11 Case No. 20-____ (____)

In re: TSI WHITESTONE, LLC, Debtor. Tax I.D. No. 11-3438769	Chapter 11 Case No. 20-____ (____)
In re: TSI-ATC ALICO MISSION, LLC, Debtor. Tax I.D. No. 30-1171940	Chapter 11 Case No. 20-____ (____)
In re: TSI-ATC BEN PRATT, LLC, Debtor. Tax I.D. No. 36-4927817	Chapter 11 Case No. 20-____ (____)
In re: TSI-ATC BENEVA ROAD, LLC, Debtor. Tax I.D. No. 36-4927816	Chapter 11 Case No. 20-____ (____)
In re: TSI-ATC BOYSCOUT, LLC, Debtor. Tax I.D. No. 38-4107078	Chapter 11 Case No. 20-____ (____)

In re: TSI-ATC CAPE CORAL, LLC, Debtor. Tax I.D. No. 30-1174876	Chapter 11 Case No. 20-____ (____)
In re: TSI-ATC HOLDCO, LLC, Debtor. Tax I.D. No. 30-1166015	Chapter 11 Case No. 20-____ (____)
In re: TSI-ATC TAMAMI TRAIL, LLC, Debtor. Tax I.D. No. 30-1174829	Chapter 11 Case No. 20-____ (____)
In re: TSI-HR 13 TH STREET, LLC, Debtor. Tax I.D. No. 30-1194317	Chapter 11 Case No. 20-____ (____)
In re: TSI-HR 45 TH STREET, LLC, Debtor. Tax I.D. No. 36-4936607	Chapter 11 Case No. 20-____ (____)

In re: TSI-HR 76 TH STREET, LLC, Debtor. Tax I.D. No. 32-0598093	Chapter 11 Case No. 20-_____ (____)
In re: TSI-HR WHITEHALL STREET, LLC, Debtor. Tax I.D. No. 61-1927953	Chapter 11 Case No. 20-_____ (____)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER DIRECTING THE JOINT
ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) hereby submit this motion (this “**Motion**”) for the entry of an order, substantially in the form attached hereto as Exhibit A, directing the joint administration of the Debtors’ chapter 11 cases. In support of this Motion, the Debtors submit the *Declaration of Phillip Juhan in Support of Debtors’ Chapter 11 Petitions and Requests for First Day Relief* (the “**First Day Declaration**”), filed contemporaneously herewith. In further support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over these chapter 11 cases and this Motion pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of these chapter 11 cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409. The statutory and

legal predicates for the relief requested herein are section 105(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Local Rules 1015-1 and 9013-1(m).

BACKGROUND

2. On the date hereof (the “**Petition Date**”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their business and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No official committees have been appointed in these chapter 11 cases, and no request has been made for the appointment of a trustee or an examiner.

3. Additional information regarding the Debtors’ business, their capital structure, and the circumstances leading to the filing of these chapter 11 cases is set forth in the First Day Declaration.

RELIEF REQUESTED

4. By this Motion, the Debtors seek an order, pursuant to section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b), and Local Rules 1015-1 and 9013-1(m), directing the joint administration of the Chapter 11 Cases for procedural purposes only. Specifically, the Debtors request that the Clerk of the United States Bankruptcy Court for the District of Delaware (the “**Clerk of the Court**”) maintain one file and one docket for all of the jointly administered cases under the case number of Town Sports International, LLC and that the Clerk of the Court administer the cases under a consolidated caption, as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In Re:

TOWN SPORTS INTERNATIONAL, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 20-12168 (CSS)

(Jointly Administered)

¹ The last four digits of Town Sports International, LLC's federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://dm.epiq11.com/TownSports>, or by contacting the proposed undersigned counsel for the Debtors.

5. In addition, the Debtors request that a docket entry, substantially similar to the following, be made on the docket of each of the Debtors' chapter 11 cases (except that of Town Sports International, LLC):

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Town Sports International, LLC (7365); TSI Holdings II, LLC (3368); TSI - Alameda, LLC (7476); TSI - Cal.Glendale, LLC (3001); TSI - Irvine, LLC (2283); TSI - Lucille 38th Avenue, LLC (4621); TSI - Lucille Austin Street, LLC (7853); TSI - Lucille Clifton, LLC (4724); TSI - Lucille Kings Highway, LLC (0881); TSI - Lucille Valley Stream, LLC (6228); TSI - Northridge, LLC (1666); TSI - San Jose, LLC (0502); TSI - Studio City, LLC (6425); TSI - Topanga, LLC (2632); TSI - Torrance, LLC (0164); TSI - Valencia, LLC (9990); TSI - Westlake, LLC (5018); TSI 1231 3rd Avenue, LLC (8966); TSI 30 Broad Street, LLC (6787); TSI 555 6th Avenue, LLC (8513); TSI Allston, LLC (6668); TSI Astor Place, LLC (3400); TSI Astoria, LLC (1120); TSI Avenue A, LLC (2162); TSI Back Bay, LLC (6383); TSI Bay Ridge, LLC (7922); TSI Bayonne, LLC (2557); TSI Bayridge 86th Street LLC (0923); TSI Beacon Street, LLC (2404); TSI Boylston, LLC (1971); TSI Broadway, LLC (0086); TSI Brooklyn Belt, LLC (6781); TSI Bulfinch, LLC (0143); TSI Butler, LLC (8194); TSI Carmel, LLC (0417); TSI Cash Management, LLC (7389); TSI Central Square, LLC (6837); TSI Clarendon, LLC (8520); TSI Clifton LLC (6663); TSI Cobble Hill, LLC (5675); TSI Colonia, LLC (8664); TSI Columbia Heights, LLC (2018); TSI Commack,

LLC (6826); TSI Connecticut Avenue, LLC (5711); TSI Court Street, LLC (9905); TSI Croton, LLC (2171); TSI Davis Square, LLC (0714); TSI Deer Park, LLC (9026); TSI Dobbs Ferry, LLC (2691); TSI Dorchester, LLC (6644); TSI Downtown Crossing, LLC (1061); TSI Dupont II, Inc. (7282); TSI East 23, LLC (4638); TSI East 36, LLC (6149); TSI East 51, LLC (6959); TSI East 76, LLC (0542); TSI East 86, LLC (6613); TSI East 91, LLC (0665); TSI Elite Back Bay, LLC (7808); TSI Fenway, LLC (6936); TSI First Avenue, LLC (6708); TSI Forest Hills, LLC (7332); TSI Gallery Place, LLC (6157); TSI Garden City, LLC (6320); TSI Garnewville, LLC (1910); TSI Georgetown, LLC (8506); TSI Giftco, LLC (5941); TSI Glendale, LLC (0458); TSI Glover, LLC (2000); TSI Grand Central, LLC (7324); TSI Greenpoint, LLC (9962); TSI Hartsdale, LLC (1353); TSI Hawthorne, LLC (2045); TSI Hicksville, LLC (0808); TSI Highpoint, LLC (0836); TSI Hoboken North, LLC (8513); TSI Hoboken, LLC (9811); TSI Holdings (CIP), LLC (5800); TSI Holdings (DC), LLC (6716); TSI Holdings (IP), LLC (8513); TSI Holdings (MA), LLC (0973); TSI Holdings (MD), LLC (3416); TSI Holdings (NJ), LLC (8374); TSI Holdings (PA), LLC (5708); TSI Holdings (VA), LLC (3430); TSI International, Inc. (3612); TSI Jersey City, LLC (5570); TSI Larchmont, LLC (2565); TSI Lexington (MA), LLC (1936); TSI Lincoln, LLC (7462); TSI Livingston, LLC (8516); TSI Long Beach, LLC (7121); TSI Lynnfield, LLC (0325); TSI Marlboro, LLC (7661); TSI Massapequa, LLC (6291); TSI Matawan, LLC (7666); TSI Methuen, LLC (4128); TSI Morris Park, LLC (1095); TSI Murray Hill, LLC (5032); TSI Newark, LLC (0893); TSI Newton, LLC (8787); TSI North Bethesda, LLC (3988); TSI Oceanside, LLC (2030); TSI Peabody, LLC (3596); TSI Pine Street, LLC (6577); TSI Placentia, LLC (2098); TSI Princeton, LLC (1330); TSI Providence Eastside, LLC (5808); TSI Radnor, LLC (1836); TSI Ramsey, LLC (6438); TSI Rego Park, LLC (9854); TSI Ridgewood, LLC (8569); TSI Salisbury, LLC (1332); TSI Scarsdale, LLC (3359); TSI Sheridan, LLC (4408); TSI Smithtown, LLC (3505); TSI Society Hill, LLC (1237); TSI South Bethesda, LLC (2176); TSI South End, LLC (1367); TSI South Park Slope, LLC (6282); TSI South Station, LLC (6457); TSI Springfield, LLC (8663); TSI Staten Island, LLC (7763); TSI Stoked, LLC (N/A); TSI Sunnyside, LLC (0637); TSI Total Woman Holdco, LLC (9261); TSI University Management, LLC (8870); TSI Varick Street, LLC (2477); TSI Waltham, LLC (9363); TSI Watertown, LLC (1362); TSI Wayland, LLC (9132); TSI Wellesley, LLC (9257); TSI Wellington Circle, LLC (1149); TSI West 115th Street, LLC (3543); TSI West 125, LLC (8641); TSI West 145th Street, LLC (7153); TSI West 16, LLC (5988); TSI West 23, LLC (6459); TSI West 38, LLC (6618); TSI West 41,

LLC (2540); TSI West 48, LLC (3088); TSI West 73, LLC (0357); TSI West 80, LLC (4556); TSI West 94, LLC (9717); TSI West Hartford, LLC (0565); TSI Westboro Tennis, LLC (8423); TSI Westborough, LLC (7867); TSI Westwood, LLC (5576); TSI White Plains City Center, LLC (8511); TSI White Plains, LLC (5540); TSI Whitestone, LLC (8769); TSI-ATC Alico Mission, LLC (1940); TSI-ATC Ben Pratt, LLC (7817); TSI-ATC Beneva Road, LLC (7816); TSI-ATC Boyscout, LLC (7078); TSI-ATC Cape Coral, LLC (4876); TSI-ATC Holdco, LLC (6015); TSI-ATC Tamiami Trail, LLC (4829); TSI-HR 13th Street, LLC (4317); TSI-HR 45th Street, LLC (6607); TSI-HR 76th Street, LLC (8093); and TSI-HR Whitehall Street, LLC (7953). **The docket in the chapter 11 case of Town Sports International, LLC, Case No. 20-12168 (CSS), should be consulted for all matters affecting this case.**

BASIS FOR RELIEF

6. Pursuant to Bankruptcy Rule 1015(b), if two or more petitions are pending in the same court by or against a debtor and an affiliate, “the court may order a joint administration of the estates.” Fed R. Bankr. P. 1015(b). Section 105(a) of the Bankruptcy Code also provides the Court with the power to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” Further, Local Rule 1015-1 provides for joint administration of chapter 11 cases when the facts demonstrate that joint administration “is warranted and will ease the administrative burden for the parties.” Del. Bankr. L.R. 1015-1. In these chapter 11 cases, the Debtors are “affiliates,” as that term is defined in section 101(2) of the Bankruptcy Code.

7. Additionally, the First Day Declaration establishes that joint administration of the Debtors’ respective estates is warranted and will ease the administrative burden on the Court and all parties in interest in these chapter 11 cases. Joint administration will also permit the Clerk of the Court to utilize a single docket for all of the chapter 11 cases, and to

combine notices to creditors and other parties in interest in the Debtors' respective cases. Because there will likely be numerous motions, applications, and other pleadings filed in these cases that will affect all of the Debtors, joint administration will permit counsel for all parties in interest to include all of the Debtors' cases in a single caption for the numerous documents that are likely to be filed and served in these cases. Joint administration will also enable parties in interest in all of the Debtors' cases to stay apprised of all of the various matters before the Court.

8. Joint administration of these chapter 11 cases will not prejudice or adversely affect the rights of the Debtors' creditors, because the Debtors seek only administrative, not substantive, consolidation of their estates. Parties in interest will not be harmed by the relief requested, but, instead, will benefit from the cost reductions associated with the joint administration of these cases.

9. For these reasons, the Debtors respectfully submit that the joint administration of these cases is appropriate and is in the best interests of the Debtors, their estates, their creditors, and all other parties in interest, and therefore this Motion should be granted.

NOTICE

10. The Debtors have provided notice of this Motion to: (i) the Office of the United States Trustee for the District of Delaware; (ii) the United States Securities and Exchange Commission; (iii) the attorneys general for the states in which the Debtors operate their business; (iv) the Internal Revenue Service; (v) counsel to the Ad Hoc Group of Term Loan Lenders; (vi) the Debtors' cash management banks; and (vii) those creditors holding the thirty (30) largest unsecured claims against the Debtors' estates (on a consolidated basis). Notice of this Motion and any order entered on this Motion will be served as required by Local Rule 9013-1(m). In

light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter an order, substantially in the form attached hereto as Exhibit A, directing the joint administration of the chapter 11 cases, and (b) grant such other and further relief as is just and proper.

Dated: Wilmington, Delaware
September 14, 2020

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*Proposed Counsel to the Debtors
and Debtors in Possession*

EXHIBIT A

PROPOSED ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: TSI HOLDINGS II, LLC, Debtor. Tax I.D. No. 61-1723368	Chapter 11 Case No. 20-12167 (CSS)
In re: TOWN SPORTS INTERNATIONAL, LLC, Debtor. Tax I.D. No. 20-5047365	Chapter 11 Case No. 20-12168 (CSS)
In re: TSI - ALAMEDA, LLC, Debtor. Tax I.D. No. 35-2617476	Chapter 11 Case No. 20-_____ (____)
In re: TSI - CAL.GLENDALE, LLC, Debtor. Tax I.D. No. 36-4893001	Chapter 11 Case No. 20-_____ (____)
In re: TSI - IRVINE, LLC, Debtor. Tax I.D. No. 38-4062283	Chapter 11 Case No. 20-_____ (____)

In re: TSI - LUCILLE 38TH AVENUE, LLC, Debtor. Tax I.D. No. 32-0534621	Chapter 11 Case No. 20-____ (____)
In re: TSI - LUCILLE AUSTIN STREET, LLC, Debtor. Tax I.D. No. 61-1847853	Chapter 11 Case No. 20-____ (____)
In re: TSI - LUCILLE CLIFTON, LLC, Debtor. Tax I.D. No. 32-0534724	Chapter 11 Case No. 20-____ (____)
In re: TSI - LUCILLE KINGS HIGHWAY, LLC, Debtor. Tax I.D. No. 38-4040881	Chapter 11 Case No. 20-____ (____)
In re: TSI - LUCILLE VALLEY STREAM, LLC, Debtor. Tax I.D. No. 32-0536228	Chapter 11 Case No. 20-____ (____)

In re: TSI - NORTHRIDGE, LLC, Debtor. Tax I.D. No. 36-4891666	Chapter 11 Case No. 20-____ (____)
In re: TSI - SAN JOSE, LLC, Debtor. Tax I.D. No. 61-1870502	Chapter 11 Case No. 20-____ (____)
In re: TSI - STUDIO CITY, LLC, Debtor. Tax I.D. No. 32-0556425	Chapter 11 Case No. 20-____ (____)
In re: TSI - TOPANGA, LLC, Debtor. Tax I.D. No. 30-1042632	Chapter 11 Case No. 20-____ (____)
In re: TSI - TORRANCE, LLC, Debtor. Tax I.D. No. 30-1040164	Chapter 11 Case No. 20-____ (____)

In re: TSI - VALENCIA, LLC, Debtor. Tax I.D. No. 35-2619990	Chapter 11 Case No. 20-____ (____)
In re: TSI - WESTLAKE, LLC, Debtor. Tax I.D. No. 38-4065018	Chapter 11 Case No. 20-____ (____)
In re: TSI 1231 3RD AVENUE, LLC, Debtor. Tax I.D. No. 36-4788966	Chapter 11 Case No. 20-____ (____)
In re: TSI 30 BROAD STREET, LLC, Debtor. Tax I.D. No. 46-5686787	Chapter 11 Case No. 20-____ (____)
In re: TSI 555 6TH AVENUE, LLC, Debtor. Tax I.D. No. 46-4238513	Chapter 11 Case No. 20-____ (____)

In re: TSI ALLSTON, LLC, Debtor. Tax I.D. No. 20-2106668	Chapter 11 Case No. 20-____ (____)
In re: TSI ASTOR PLACE, LLC, Debtor. Tax I.D. No. 61-1843400	Chapter 11 Case No. 20-____ (____)
In re: TSI ASTORIA, LLC, Debtor. Tax I.D. No. 81-0611120	Chapter 11 Case No. 20-____ (____)
In re: TSI AVENUE A, LLC, Debtor. Tax I.D. No. 32-0422162	Chapter 11 Case No. 20-____ (____)
In re: TSI BACK BAY, LLC, Debtor. Tax I.D. No. 38-3906383	Chapter 11 Case No. 20-____ (____)

In re: TSI BAY RIDGE, LLC, Debtor. Tax I.D. No. 56-2457922	Chapter 11 Case No. 20-____ (____)
In re: TSI BAYONNE, LLC, Debtor. Tax I.D. No. 61-1652557	Chapter 11 Case No. 20-____ (____)
In re: TSI BAYRIDGE 86TH STREET LLC, Debtor. Tax I.D. No. 20-5330923	Chapter 11 Case No. 20-____ (____)
In re: TSI BEACON STREET LLC, Debtor. Tax I.D. No. 61-1712404	Chapter 11 Case No. 20-____ (____)
In re: TSI BOYLSTON, LLC, Debtor. Tax I.D. No. 20-3391971	Chapter 11 Case No. 20-____ (____)

In re: TSI BROADWAY, LLC, Debtor. Tax I.D. No. 11-3000086	Chapter 11 Case No. 20-____ (____)
In re: TSI BROOKLYN BELT, LLC, Debtor. Tax I.D. No. 11-3436781	Chapter 11 Case No. 20-____ (____)
In re: TSI BULFINCH, LLC, Debtor. Tax I.D. No. 20-2107143	Chapter 11 Case No. 20-____ (____)
In re: TSI BUTLER, LLC, Debtor. Tax I.D. No. 26-3338194	Chapter 11 Case No. 20-____ (____)
In re: TSI CARMEL, LLC, Debtor. Tax I.D. No. 26-2300417	Chapter 11 Case No. 20-____ (____)

In re: TSI CASH MANAGEMENT, LLC, Debtor. Tax I.D. No. 13-3607389	Chapter 11 Case No. 20-____ (____)
In re: TSI CENTRAL SQUARE, LLC, Debtor. Tax I.D. No. 20-2106837	Chapter 11 Case No. 20-____ (____)
In re: TSI CLARENDON, LLC, Debtor. Tax I.D. No. 22-3768520	Chapter 11 Case No. 20-____ (____)
In re: TSI CLIFTON LLC, Debtor. Tax I.D. No. 20-5306663	Chapter 11 Case No. 20-____ (____)
In re: TSI COBBLE HILL, LLC, Debtor. Tax I.D. No. 13-3285675	Chapter 11 Case No. 20-____ (____)

In re: TSI COLONIA, LLC, Debtor. Tax I.D. No. 22-3598664	Chapter 11 Case No. 20-____ (____)
In re: TSI COLUMBIA HEIGHTS, LLC, Debtor. Tax I.D. No. 20-2602018	Chapter 11 Case No. 20-____ (____)
In re: TSI COMMACK, LLC, Debtor. Tax I.D. No. 11-3466826	Chapter 11 Case No. 20-____ (____)
In re: TSI CONNECTICUT AVENUE, LLC, Debtor. Tax I.D. No. 52-2185711	Chapter 11 Case No. 20-____ (____)
In re: TSI COURT STREET, LLC, Debtor. Tax I.D. No. 11-3549905	Chapter 11 Case No. 20-____ (____)

In re: TSI CROTON, LLC, Debtor. Tax I.D. No. 13-3982171	Chapter 11 Case No. 20-____ (____)
In re: TSI DAVIS SQUARE, LLC, Debtor. Tax I.D. No. 20-5330714	Chapter 11 Case No. 20-____ (____)
In re: TSI DEER PARK, LLC, Debtor. Tax I.D. No. 26-3299026	Chapter 11 Case No. 20-____ (____)
In re: TSI DOBBS FERRY, LLC, Debtor. Tax I.D. No. 20-4742691	Chapter 11 Case No. 20-____ (____)
In re: TSI DORCHESTER, LLC, Debtor. Tax I.D. No. 35-2506644	Chapter 11 Case No. 20-____ (____)

In re: TSI DOWNTOWN CROSSING, LLC, Debtor. Tax I.D. No. 22-3821061	Chapter 11 Case No. 20-____ (____)
In re: TSI DUPONT II, INC., Debtor. Tax I.D. No. 52-1887282	Chapter 11 Case No. 20-____ (____)
In re: TSI EAST 23, LLC, Debtor. Tax I.D. No. 13-3834638	Chapter 11 Case No. 20-____ (____)
In re: TSI EAST 36, LLC, Debtor. Tax I.D. No. 13-3486149	Chapter 11 Case No. 20-____ (____)
In re: TSI EAST 51, LLC, Debtor. Tax I.D. No. 13-3866959	Chapter 11 Case No. 20-____ (____)

In re: TSI EAST 76, LLC, Debtor. Tax I.D. No. 13-3680542	Chapter 11 Case No. 20-____ (____)
In re: TSI East 86, LLC, Debtor. Tax I.D. No. 13-4036613	Chapter 11 Case No. 20-____ (____)
In re: TSI East 91, LLC, Debtor. Tax I.D. No. 13-3910665	Chapter 11 Case No. 20-____ (____)
In re: TSI ELITE BACK BAY, LLC, Debtor. Tax I.D. No. 37-1767808	Chapter 11 Case No. 20-____ (____)
In re: TSI FENWAY, LLC, Debtor. Tax I.D. No. 20-2106936	Chapter 11 Case No. 20-____ (____)

In re: TSI FIRST AVENUE, LLC, Debtor. Tax I.D. No. 13-3736708	Chapter 11 Case No. 20-____ (____)
In re: TSI FOREST HILLS, LLC, Debtor. Tax I.D. No. 11-3327332	Chapter 11 Case No. 20-____ (____)
In re: TSI GALLERY PLACE, LLC, Debtor. Tax I.D. No. 90-0016157	Chapter 11 Case No. 20-____ (____)
In re: TSI GARDEN CITY, LLC, Debtor. Tax I.D. No. 11-3496320	Chapter 11 Case No. 20-____ (____)
In re: TSI GARNERVILLE, LLC, Debtor. Tax I.D. No. 26-1761910	Chapter 11 Case No. 20-____ (____)

In re: TSI GEORGETOWN, LLC, Debtor. Tax I.D. No. 13-4278506	Chapter 11 Case No. 20-____ (____)
In re: TSI GIFTCO, LLC, Debtor. Tax I.D. No. 36-4785941	Chapter 11 Case No. 20-____ (____)
In re: TSI GLENDALE, LLC, Debtor. Tax I.D. No. 20-4310458	Chapter 11 Case No. 20-____ (____)
In re: TSI GLOVER, LLC, Debtor. Tax I.D. No. 52-1842000	Chapter 11 Case No. 20-____ (____)
In re: TSI GRAND CENTRAL, LLC, Debtor. Tax I.D. No. 35-2187324	Chapter 11 Case No. 20-____ (____)

In re: TSI GREENPOINT, LLC, Debtor. Tax I.D. No. 35-2469962	Chapter 11 Case No. 20-____ (____)
In re: TSI HARTSDALE, LLC, Debtor. Tax I.D. No. 34-2011353	Chapter 11 Case No. 20-____ (____)
In re: TSI HAWTHORNE, LLC, Debtor. Tax I.D. No. 20-3392045	Chapter 11 Case No. 20-____ (____)
In re: TSI HICKSVILLE, LLC, Debtor. Tax I.D. No. 26-2720808	Chapter 11 Case No. 20-____ (____)
In re: TSI HIGHPOINT, LLC, Debtor. Tax I.D. No. 54-1880836	Chapter 11 Case No. 20-____ (____)

In re: TSI HOBOKEN NORTH, LLC, Debtor. Tax I.D. No. 13-4278513	Chapter 11 Case No. 20-____ (____)
In re: TSI HOBOKEN, LLC, Debtor. Tax I.D. No. 22-3539811	Chapter 11 Case No. 20-____ (____)
In re: TSI HOLDINGS (CIP), LLC, Debtor. Tax I.D. No. 11-3465800	Chapter 11 Case No. 20-____ (____)
In re: TSI HOLDINGS (DC), LLC, Debtor. Tax I.D. No. 52-1786716	Chapter 11 Case No. 20-____ (____)
In re: TSI HOLDINGS (IP), LLC, Debtor. Tax I.D. No. 52-1868513	Chapter 11 Case No. 20-____ (____)

In re: TSI HOLDINGS (MA), LLC, Debtor. Tax I.D. No. 80-0920973	Chapter 11 Case No. 20-____ (____)
In re: TSI HOLDINGS (MD), LLC, Debtor. Tax I.D. No. 52-1483416	Chapter 11 Case No. 20-____ (____)
In re: TSI HOLDINGS (NJ), LLC, Debtor. Tax I.D. No. 20-2118374	Chapter 11 Case No. 20-____ (____)
In re: TSI HOLDINGS (PA), LLC, Debtor. Tax I.D. No. 23-2995708	Chapter 11 Case No. 20-____ (____)
In re: TSI HOLDINGS (VA), LLC, Debtor. Tax I.D. No. 52-2103430	Chapter 11 Case No. 20-____ (____)

In re: TSI INTERNATIONAL, INC., Debtor. Tax I.D. No. 13-3433612	Chapter 11 Case No. 20-____ (____)
In re: TSI JERSEY CITY, LLC, Debtor. Tax I.D. No. 01-0715570	Chapter 11 Case No. 20-____ (____)
In re: TSI LARCHMONT, LLC, Debtor. Tax I.D. No. 13-4032565	Chapter 11 Case No. 20-____ (____)
In re: TSI LEXINGTON (MA), LLC, Debtor. Tax I.D. No. 04-2931936	Chapter 11 Case No. 20-____ (____)
In re: TSI LINCOLN, LLC, Debtor. Tax I.D. No. 13-3217462	Chapter 11 Case No. 20-____ (____)

In re: TSI LIVINGSTON, LLC, Debtor. Tax I.D. No. 22-3768516	Chapter 11 Case No. 20-____ (____)
In re: TSI LONG BEACH, LLC, Debtor. Tax I.D. No. 11-2787121	Chapter 11 Case No. 20-____ (____)
In re: TSI LYNNFIELD, LLC, Debtor. Tax I.D. No. 04-3100325	Chapter 11 Case No. 20-____ (____)
In re: TSI MARLBORO, LLC, Debtor. Tax I.D. No. 22-3567661	Chapter 11 Case No. 20-____ (____)
In re: TSI MASSAPEQUA, LLC, Debtor. Tax I.D. No. 36-4876291	Chapter 11 Case No. 20-____ (____)

In re: TSI MATAWAN, LLC, Debtor. Tax I.D. No. 22-3567666	Chapter 11 Case No. 20-____ (____)
In re: TSI METHUEN, LLC, Debtor. Tax I.D. No. 36-4914128	Chapter 11 Case No. 20-____ (____)
In re: TSI MORRIS PARK, LLC, Debtor. Tax I.D. No. 20-5331095	Chapter 11 Case No. 20-____ (____)
In re: TSI MURRAY HILL, LLC, Debtor. Tax I.D. No. 13-4185032	Chapter 11 Case No. 20-____ (____)
In re: TSI NEWARK, LLC, Debtor. Tax I.D. No. 22-3860893	Chapter 11 Case No. 20-____ (____)

In re: TSI NEWTON, LLC, Debtor. Tax I.D. No. 20-5288787	Chapter 11 Case No. 20-____ (____)
In re: TSI NORTH BETHESDA, LLC, Debtor. Tax I.D. No. 52-2033988	Chapter 11 Case No. 20-____ (____)
In re: TSI OCEANSIDE, LLC, Debtor. Tax I.D. No. 11-3432030	Chapter 11 Case No. 20-____ (____)
In re: TSI PEABODY, LLC, Debtor. Tax I.D. No. 37-1913596	Chapter 11 Case No. 20-____ (____)
In re: TSI PINE STREET, LLC, Debtor. Tax I.D. No. 37-1916577	Chapter 11 Case No. 20-____ (____)

In re: TSI PLACENTIA, LLC, Debtor. Tax I.D. No. 36-4892098	Chapter 11 Case No. 20-____ (____)
In re: TSI PRINCETON, LLC, Debtor. Tax I.D. No. 22-3511330	Chapter 11 Case No. 20-____ (____)
In re: TSI PROVIDENCE EASTSIDE, LLC, Debtor. Tax I.D. No. 26-2955808	Chapter 11 Case No. 20-____ (____)
In re: TSI RADNOR, LLC, Debtor. Tax I.D. No. 20-3601836	Chapter 11 Case No. 20-____ (____)
In re: TSI RAMSEY, LLC, Debtor. Tax I.D. No. 22-2396438	Chapter 11 Case No. 20-____ (____)

In re: TSI REGO PARK, LLC, Debtor. Tax I.D. No. 20-4249854	Chapter 11 Case No. 20-____ (____)
In re: TSI RIDGEWOOD, LLC, Debtor. Tax I.D. No. 13-4178569	Chapter 11 Case No. 20-____ (____)
In re: TSI SALISBURY, LLC, Debtor. Tax I.D. No. 30-1141332	Chapter 11 Case No. 20-____ (____)
In re: TSI SCARSDALE, LLC, Debtor. Tax I.D. No. 13-3593359	Chapter 11 Case No. 20-____ (____)
In re: TSI SHERIDAN, LLC, Debtor. Tax I.D. No. 13-3754408	Chapter 11 Case No. 20-____ (____)

In re: TSI SMITHTOWN, LLC, Debtor. Tax I.D. No. 20-4073505	Chapter 11 Case No. 20-____ (____)
In re: TSI SOCIETY HILL, LLC, Debtor. Tax I.D. No. 23-2931237	Chapter 11 Case No. 20-____ (____)
In re: TSI SOUTH BETHESDA, LLC, Debtor. Tax I.D. No. 20-3392176	Chapter 11 Case No. 20-____ (____)
In re: TSI SOUTH END, LLC, Debtor. Tax I.D. No. 34-2011367	Chapter 11 Case No. 20-____ (____)
In re: TSI SOUTH PARK SLOPE, LLC, Debtor. Tax I.D. No. 11-3576282	Chapter 11 Case No. 20-____ (____)

In re: TSI SOUTH STATION, LLC, Debtor. Tax I.D. No. 20-2106457	Chapter 11 Case No. 20-____ (____)
In re: TSI SPRINGFIELD, LLC, Debtor. Tax I.D. No. 22-3598663	Chapter 11 Case No. 20-____ (____)
In re: TSI STATEN ISLAND, LLC, Debtor. Tax I.D. No. 13-4007763	Chapter 11 Case No. 20-____ (____)
In re: TSI STOKED, LLC, Debtor. Tax I.D. No. N/A	Chapter 11 Case No. 20-____ (____)
In re: TSI SUNNYSIDE, LLC, Debtor. Tax I.D. No. 26-1150637	Chapter 11 Case No. 20-____ (____)

In re: TSI TOTAL WOMAN HOLDCO, LLC, Debtor. Tax I.D. No. 36-4889261	Chapter 11 Case No. 20-____ (____)
In re: TSI UNIVERSITY MANAGEMENT, LLC, Debtor. Tax I.D. No. 90-0238870	Chapter 11 Case No. 20-____ (____)
In re: TSI VARICK STREET, LLC, Debtor. Tax I.D. No. 20-3442477	Chapter 11 Case No. 20-____ (____)
In re: TSI WALTHAM, LLC, Debtor. Tax I.D. No. 45-0489363	Chapter 11 Case No. 20-____ (____)
In re: TSI WATERTOWN, LLC, Debtor. Tax I.D. No. 34-2011362	Chapter 11 Case No. 20-____ (____)

In re: TSI WAYLAND, LLC, Debtor. Tax I.D. No. 30-0819132	Chapter 11 Case No. 20-____ (____)
In re: TSI WELLESLEY, LLC, Debtor. Tax I.D. No. 04-3259257	Chapter 11 Case No. 20-____ (____)
In re: TSI WELLINGTON CIRCLE, LLC, Debtor. Tax I.D. No. 20-5331149	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 115 TH STREET, LLC, Debtor. Tax I.D. No. 20-5683543	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 125, LLC, Debtor. Tax I.D. No. 13-3978641	Chapter 11 Case No. 20-____ (____)

In re: TSI WEST 145 TH STREET, LLC, Debtor. Tax I.D. No. 20-8987153	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 16, LLC, Debtor. Tax I.D. No. 13-4145988	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 23, LLC, Debtor. Tax I.D. No. 13-3896459	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 38, LLC, Debtor. Tax I.D. No. 13-4046618	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 41, LLC, Debtor. Tax I.D. No. 13-4162540	Chapter 11 Case No. 20-____ (____)

In re: TSI WEST 48, LLC, Debtor. Tax I.D. No. 30-0033088	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 73, LLC, Debtor. Tax I.D. No. 13-4020357	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 80, LLC, Debtor. Tax I.D. No. 13-3694556	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST 94, LLC, Debtor. Tax I.D. No. 13-4159717	Chapter 11 Case No. 20-____ (____)
In re: TSI WEST HARTFORD, LLC, Debtor. Tax I.D. No. 26-0850565	Chapter 11 Case No. 20-____ (____)

In re: TSI WESTBORO TENNIS, LLC, Debtor. Tax I.D. No. 32-0548423	Chapter 11 Case No. 20-____ (____)
In re: TSI WESTBOROUGH, LLC, Debtor. Tax I.D. No. 26-2047867	Chapter 11 Case No. 20-____ (____)
In re: TSI WESTWOOD, LLC, Debtor. Tax I.D. No. 01-0715576	Chapter 11 Case No. 20-____ (____)
In re: TSI WHITE PLAINS CITY CENTER, LLC, Debtor. Tax I.D. No. 13-4278511	Chapter 11 Case No. 20-____ (____)
In re: TSI WHITE PLAINS, LLC, Debtor. Tax I.D. No. 13-3965540	Chapter 11 Case No. 20-____ (____)

In re: TSI WHITESTONE, LLC, Debtor. Tax I.D. No. 11-3438769	Chapter 11 Case No. 20-____ (____)
In re: TSI-ATC ALICO MISSION, LLC, Debtor. Tax I.D. No. 30-1171940	Chapter 11 Case No. 20-____ (____)
In re: TSI-ATC BEN PRATT, LLC, Debtor. Tax I.D. No. 36-4927817	Chapter 11 Case No. 20-____ (____)
In re: TSI-ATC BENEVA ROAD, LLC, Debtor. Tax I.D. No. 36-4927816	Chapter 11 Case No. 20-____ (____)
In re: TSI-ATC BOYSCOUT, LLC, Debtor. Tax I.D. No. 38-4107078	Chapter 11 Case No. 20-____ (____)

In re: TSI-ATC CAPE CORAL, LLC, Debtor. Tax I.D. No. 30-1174876	Chapter 11 Case No. 20-____ (____)
In re: TSI-ATC HOLDCO, LLC, Debtor. Tax I.D. No. 30-1166015	Chapter 11 Case No. 20-____ (____)
In re: TSI-ATC TAMAMI TRAIL, LLC, Debtor. Tax I.D. No. 30-1174829	Chapter 11 Case No. 20-____ (____)
In re: TSI-HR 13 TH STREET, LLC, Debtor. Tax I.D. No. 30-1194317	Chapter 11 Case No. 20-____ (____)
In re: TSI-HR 45 TH STREET, LLC, Debtor. Tax I.D. No. 36-4936607	Chapter 11 Case No. 20-____ (____)

In re: TSI-HR 76 TH STREET, LLC, Debtor. Tax I.D. No. 32-0598093	Chapter 11 Case No. 20-_____ (____)
In re: TSI-HR WHITEHALL STREET, LLC, Debtor. Tax I.D. No. 61-1927953	Chapter 11 Case No. 20-_____ (____)

**ORDER DIRECTING THE JOINT ADMINISTRATION
OF THE DEBTORS' CHAPTER 11 CASES**

Upon the *Debtors' Motion for Entry of an Order Directing the Joint Administration of the Debtors' Chapter 11 Cases* (the “**Motion**”)¹ filed by the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”); and upon consideration of the First Day Declaration; and this Court having found that it has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or further notice need be given; and this Court

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors' chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court.
3. The Clerk of the Court shall maintain one file and one docket for all of the chapter 11 cases, which file and docket shall be the file and docket for the chapter 11 case of Town Sports International, LLC, Case No. 20-12168 (CSS).
4. All pleadings filed in the chapter 11 cases shall bear a consolidated caption in the following form:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In Re:

TOWN SPORTS INTERNATIONAL, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 20-12168 (CSS)

(Jointly Administered)

¹ The last four digits of Town Sports International, LLC's federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://dm.epiq11.com/TownSports>, or by contacting the proposed undersigned counsel for the Debtors.

5. The foregoing caption shall satisfy the requirements of section 342(c)(1) of the Bankruptcy Code.

6. The Clerk of the Court shall make a docket entry in each Debtor's chapter 11 case (except that of Town Sports International, LLC) substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Town Sports International, LLC (7365); TSI Holdings II, LLC (3368); TSI - Alameda, LLC (7476); TSI - Cal.Glendale, LLC (3001); TSI - Irvine, LLC (2283); TSI - Lucille 38th Avenue, LLC (4621); TSI - Lucille Austin Street, LLC (7853); TSI - Lucille Clifton, LLC (4724); TSI - Lucille Kings Highway, LLC (0881); TSI - Lucille Valley Stream, LLC (6228); TSI - Northridge, LLC (1666); TSI - San Jose, LLC (0502); TSI - Studio City, LLC (6425); TSI - Topanga, LLC (2632); TSI - Torrance, LLC (0164); TSI - Valencia, LLC (9990); TSI - Westlake, LLC (5018); TSI 1231 3rd Avenue, LLC (8966); TSI 30 Broad Street, LLC (6787); TSI 555 6th Avenue, LLC (8513); TSI Allston, LLC (6668); TSI Astor Place, LLC (3400); TSI Astoria, LLC (1120); TSI Avenue A, LLC (2162); TSI Back Bay, LLC (6383); TSI Bay Ridge, LLC (7922); TSI Bayonne, LLC (2557); TSI Bayridge 86th Street LLC (0923); TSI Beacon Street, LLC (2404); TSI Boylston, LLC (1971); TSI Broadway, LLC (0086); TSI Brooklyn Belt, LLC (6781); TSI Bulfinch, LLC (0143); TSI Butler, LLC (8194); TSI Carmel, LLC (0417); TSI Cash Management, LLC (7389); TSI Central Square, LLC (6837); TSI Clarendon, LLC (8520); TSI Clifton LLC (6663); TSI Cobble Hill, LLC (5675); TSI Colonia, LLC (8664); TSI Columbia Heights, LLC (2018); TSI Commack, LLC (6826); TSI Connecticut Avenue, LLC (5711); TSI Court Street, LLC (9905); TSI Croton, LLC (2171); TSI Davis Square, LLC (0714); TSI Deer Park, LLC (9026); TSI Dobbs Ferry, LLC (2691); TSI Dorchester, LLC (6644); TSI Downtown Crossing, LLC (1061); TSI Dupont II, Inc. (7282); TSI East 23, LLC (4638); TSI East 36, LLC (6149); TSI East 51, LLC (6959); TSI East 76, LLC (0542); TSI East 86, LLC (6613); TSI East 91, LLC (0665); TSI Elite Back Bay, LLC (7808); TSI Fenway, LLC (6936); TSI First Avenue, LLC (6708); TSI Forest Hills, LLC (7332); TSI Gallery Place, LLC (6157); TSI Garden City, LLC (6320); TSI Garnerville, LLC (1910); TSI Georgetown, LLC (8506); TSI Giftco, LLC (5941); TSI Glendale, LLC (0458); TSI Glover, LLC (2000); TSI Grand Central, LLC (7324); TSI Greenpoint, LLC (9962); TSI Hartsdale, LLC (1353); TSI Hawthorne, LLC (2045); TSI Hicksville, LLC (0808); TSI Highpoint, LLC (0836); TSI Hoboken North, LLC (8513); TSI Hoboken, LLC (9811); TSI Holdings (CIP), LLC (5800); TSI Holdings (DC), LLC (6716); TSI Holdings (IP), LLC (8513); TSI Holdings (MA), LLC (0973); TSI Holdings (MD), LLC (3416); TSI Holdings (NJ), LLC (8374);

TSI Holdings (PA), LLC (5708); TSI Holdings (VA), LLC (3430); TSI International, Inc. (3612); TSI Jersey City, LLC (5570); TSI Larchmont, LLC (2565); TSI Lexington (MA), LLC (1936); TSI Lincoln, LLC (7462); TSI Livingston, LLC (8516); TSI Long Beach, LLC (7121); TSI Lynnfield, LLC (0325); TSI Marlboro, LLC (7661); TSI Massapequa, LLC (6291); TSI Matawan, LLC (7666); TSI Methuen, LLC (4128); TSI Morris Park, LLC (1095); TSI Murray Hill, LLC (5032); TSI Newark, LLC (0893); TSI Newton, LLC (8787); TSI North Bethesda, LLC (3988); TSI Oceanside, LLC (2030); TSI Peabody, LLC (3596); TSI Pine Street, LLC (6577); TSI Placentia, LLC (2098); TSI Princeton, LLC (1330); TSI Providence Eastside, LLC (5808); TSI Radnor, LLC (1836); TSI Ramsey, LLC (6438); TSI Rego Park, LLC (9854); TSI Ridgewood, LLC (8569); TSI Salisbury, LLC (1332); TSI Scarsdale, LLC (3359); TSI Sheridan, LLC (4408); TSI Smithtown, LLC (3505); TSI Society Hill, LLC (1237); TSI South Bethesda, LLC (2176); TSI South End, LLC (1367); TSI South Park Slope, LLC (6282); TSI South Station, LLC (6457); TSI Springfield, LLC (8663); TSI Staten Island, LLC (7763); TSI Stoked, LLC (N/A); TSI Sunnyside, LLC (0637); TSI Total Woman Holdco, LLC (9261); TSI University Management, LLC (8870); TSI Varick Street, LLC (2477); TSI Waltham, LLC (9363); TSI Watertown, LLC (1362); TSI Wayland, LLC (9132); TSI Wellesley, LLC (9257); TSI Wellington Circle, LLC (1149); TSI West 115th Street, LLC (3543); TSI West 125, LLC (8641); TSI West 145th Street, LLC (7153); TSI West 16, LLC (5988); TSI West 23, LLC (6459); TSI West 38, LLC (6618); TSI West 41, LLC (2540); TSI West 48, LLC (3088); TSI West 73, LLC (0357); TSI West 80, LLC (4556); TSI West 94, LLC (9717); TSI West Hartford, LLC (0565); TSI Westboro Tennis, LLC (8423); TSI Westborough, LLC (7867); TSI Westwood, LLC (5576); TSI White Plains City Center, LLC (8511); TSI White Plains, LLC (5540); TSI Whitestone, LLC (8769); TSI-ATC Alico Mission, LLC (1940); TSI-ATC Ben Pratt, LLC (7817); TSI-ATC Beneva Road, LLC (7816); TSI-ATC Boyscout, LLC (7078); TSI-ATC Cape Coral, LLC (4876); TSI-ATC Holdco, LLC (6015); TSI-ATC Tamiami Trail, LLC (4829); TSI-HR 13th Street, LLC (4317); TSI-HR 45th Street, LLC (6607); TSI-HR 76th Street, LLC (8093); and TSI-HR Whitehall Street, LLC (7953). **The docket in the chapter 11 case of Town Sports International, LLC, Case No. 20-12168 (CSS), should be consulted for all matters affecting this case.**

7. One consolidated docket, one file, and one consolidated service list shall

be maintained for the chapter 11 cases by the Debtors and kept by the Clerk of the Court.

8. The Debtors and the Clerk of the Court are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

9. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the Chapter 11 Cases.

10. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.